

**By-Laws  
Of The  
Central State University  
National Alumni Association**

**Adopted May 4, 2007**

**Amended July 18, 2009**

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**Amended June 29, 2013**

**Amended October 10, 2015**

**Amended June 30, 2018**

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**By-Law One  
Association Membership and Dues**

**Section 1.** Persons who hold degrees, diplomas, or certificates from the University who have attained at least twelve semester hours, or its equivalent, and met the financial requirements as established by the Board of Directors and are not currently enrolled in the university are eligible to be members of the Association.

**Section 2.** There shall be Four Classes of members;

- Life Member
- Regular Member
- Associate Member (Current and former faculty members, administrative officers, and staff of the University, the spouses and children of alumni, friends or former students of the University who are not eligible for regular membership and wish to become members)
- Honorary Member (Others designated as members at any time by the Board of Directors of the Association)

**Section 3. Dues.** There shall be no dues required for membership in The Association. Rights and privileges reserved for dues-paying members are listed in Section 4, below.

#### **Section 4. Membership Privileges**

- A. Financial Life Member. Upon receipt of the annual payment specified in Sub section C, members shall be entitled to the following:
  - 1) Life Membership card, Life Member Pin, and Certificate
  - 2) Have the right to vote on all matters coming before The Association.
  - 3) Have the right to seek elections as an officer or member of the Board of Directors of the Association.
  - 4) Receive Alumni Journals and newsletters (Electronically).
  - 5) Wavier of admission to designated alumni events, (w/Life Membership Card).
  - 6) Card).
  - 7) The payment of Life Membership dues does not relieve the responsibility of one to be financial with his/her local chapter.
  - 8) Other privileges as designated by the Board of Directors.
  
- B. Financial Regular and Associate Member. Upon receipt of the annual payment specified in Sub section C, members shall be entitled to the following:
  - 1. Regular Membership card
  - 2. Have the right to vote on all matters coming before The Association.
  - 3. Have the right to seek elections as an officer or member of the Board of Directors of the Association.
  - 4. Receive Alumni newsletters (Electronically).
  - 5. Other privileges as designated by the Board of Directors.
  
- C. Dues and Fees shall be recommended by the Board of Directors and approved by the membership at the Annual Meeting. Notice of changes in the dues structure shall be circulated with the notice of the Annual Meeting.
  
- D. Collection of Dues. Dues shall be collected year round from January 1 through December 31 of each calendar year. However, in order to be eligible to vote or run for an elected office at the Annual Meeting, dues must be received by March 31st of that year.

#### **Section 5. Contributions and Gifts**

- A. Each member is encouraged to make an annual contribution to the Alumni Association and/or the University.
- B. Annual giving shall be from January 1 through December 31 of each Calendar year.
- C. Gifts may be given as unrestricted or restricted to the donor's area of choice.
- D. Alumni may will a gift or donation from an estate plan.
- E. Donations made to Central State University may be eligible for a tax deduction .
- F. Contributions and gifts made to the University, CSU National Alumni Association may not be used for payment of alumni dues.

## **By-Law Two Chapters**

### **Section 1. Chapter Establishment**

- A. Local chapters may be established in a community, city or other geographical entities and shall be open to all individuals who qualify for regular membership as defined in By-law Section 1.
- B. Any group of five (5) or more persons meeting requirements for regular membership may submit a local chapter Letter of Intent to the Board of Directors. Such groups may be granted their own separate Charter or instructed to join an existing local chapter.
- C. The Chapter Charter Application Packet should describe:
  - 1. The approximate geographic area of the proposed local chapter.
  - 2. The estimated number of members.
  - 3. The names, addresses and signatures of the petitioning persons.
  - 4. The local chapter's Constitution and Bylaws which may not contradict the NAA By-laws
  - 5. Contain the appropriate National dues.
  - 6. Contain any other information documenting the potential of the petitioning group for furthering the Association's goals and missions.
- D. The Board of Directors shall direct the establishment of local chapters in any region.
- E. The Board of Directors shall set a reasonable time frame for the Local Chapter's establishment based on the circumstances of the local petitioning group. Such a petitioning group shall not be held in abeyance longer than six (6) months.
- F. Petitioning group must secure five (5) members before Local Chapter status may be granted. In the event a petitioning group cannot get five (5) members within the six (6) months, the provisions of paragraph (e), above, may be waived by the Board of Directors.
- G. Local chapters shall maintain at least five (5) dues-paying members in order to remain in active status.
- H. The Board of Directors and the President Upon completion of the Chapter Charter Application Packet and instruments duly executed by the Association President, Secretary and Chapter Proliferation Chair, the Executive Committee may establish and charter new chapters.

### **Section 2. Chapter Membership and Participation**

- A. Membership: A chapter shall be any organized affiliation of five (5) or more active alumni members which has been recognized by the Alumni Association. Existing chapters with fewer than five (5) financial members will be subject to a review of the chapter and its viability by the Executive Committee.
- B. Local Chapters Reporting Requirements  
Once established, local chapters shall file yearly written reports for each fiscal year (July 1 to June 30) with the Board of Directors, which includes:
  - 1. All Chapters shall submit an end-of-year financial;
  - 2. Accomplishment of Chapter program activities;
  - 3. Problems encountered, actions taken to resolve them and the outcomes, and any change in Local Chapter membership;
  - 4. Active chapter roster of officers and membership for the reporting fiscal year;

5. Chapter bylaws, with any amendments; that are consistent with the NAA by-laws;
6. Other reports may be submitted as required by the Board of Directors; and
7. All reports shall be due no later than by the last Monday in January of each year annually.

C. Local Chapter Dues and Assessment

1. Chapters shall collect National Association and Chapter membership dues from all members.
2. Chapters shall promptly remit the Association's dues to the NAA Treasurer.
3. Chapters are required to submit chapter assessments no later than the last Monday in January Annually.
4. All Chapter fundraising activities shall be conducted in the name of the Local Chapter: All chapters must adhere to the following core requirements in order to be considered an active chapter in compliance with the Alumni Association's Constitution and By-laws.

**Section 3. Chapter Representation**

A. All chapters are required to be represented at the Annual Meeting.

1. Voting delegates must register their chapter affiliation at any National Alumni Association meeting where a vote takes place.
2. Chapter participation shall be established by a Roll Call at the meeting and by verification of financial status.
3. Chapters not fulfilling their obligations shall be subject to Penalty (as deemed appropriate by the NAA Executive Committee), Probation, Suspension of Chapter Operations, Inactive Status and placement of the chapter under the authority of the NAA Executive Committee (for a period deemed necessary to correct issues and deficiencies) and/or Chapter Dissolution.

**Section 4. Chapter Dissolution:**

A All chapters shall have a dissolution statement in their Bylaws. If a chapter is dissolved at any time, unless otherwise ordered by a court of competent jurisdiction, no part of its funds or property shall be distributed to or among its members. After payment of substantiated and documented indebtedness of the organization, all surplus funds and properties shall be submitted to the Alumni Association to be used in support of the Associations Goals and Activities.

**By-Law Three  
Board of Directors**

**Section 1.** A Board of Directors and the officers of the association shall manage the business of this association. The Board shall consist of at least 12 but not more than 22 members. At least one of the directors elected shall be a resident of the state of Ohio and a citizen of the United States.

**Section 2.** The Board will be structured through its elections so that approximately one-third rotate off each year to provide for continuity. Members of the Board of Directors will not be eligible for election to more than two consecutive terms (officers 2 years), (directors 3 years).

**Section 3.** The Board of Directors may act through the Executive Committee, which is comprised of the officers of the Association and the Director of Alumni Relations.

**Section 4.** The Board of Directors shall have the control and management of the affairs and business of this association. Such Board of Directors shall only act in the name of the Association when it shall be regularly convened by its chairman after due notices to all the directors of such meeting.

**Section 5.** One-third of the board members shall constitute a quorum.

**Section 6.** Each director shall have one vote and proxy may not do such voting

**Section 7.** The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

**Section 8.** Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term.

**Section 9.** The President of the Association by virtue of his/her office shall be Chairman of the Board of Directors.

**Section 10. Removal of Directors.**

1. Directors may be removed by the Board for the following reasons:
  - a. Director does not attend two consecutive in-person meetings of the Board during his or her term. Attendance at a Board meeting may be excused by the Executive Committee for substantial reasons. Acceptance of a Director's excuse is solely up to the discretion of the Executive Committee.
  - b. Director does not participate in other activities expected of Directors including participation in assigned Committees or teams, or other malfeasance, misfeasance, or nonfeasance of duty.
  - c. Director is convicted of a felony or other acts of a public nature bringing the person, Board, or university into a poor light.
2. Removal of a Director shall require a quorum of the Board.
3. Any Director may begin the process of removal of any other Director by making a written complaint to the Executive Committee, citing the reasons for this action.
4. The Executive Committee must then inform the Director being considered for removal in writing within 30 days of receiving the written complaint.
5. The Executive Committee may suspend the Director pending the outcome of investigation or other action.
6. A Director is allowed to resign prior to an investigation and vote.
7. The Director may respond in writing to the Board or in person at the next meeting of the Board.
8. The Board shall vote on the complaint for removal at least 30 days after notifying the Director of the complaint.

9. Upon a Board vote for removal, the Director being removed shall vacate his or her office immediately and is no longer a Director.
10. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing, as it may in its discretion consider necessary for the best interests of the association.

## **By-Law Four Officers**

**Section 1. Elected Officers.** The elected officers of The Association shall be a President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President, Secretary and Treasurer.

**Section 2. Members of the Board.** Elected Officers of the Board of Directors shall be elected for a 2 year term. Officers of the board may serve two consecutive (2) year terms if elected.

**Section 3. Appointed Positions.** The appointed positions of The Association shall be a Sergeant-At-Arms, Chaplain, Parliamentarian, Financial Secretary, and the chairperson of the Council of Presidents.

### **Section 4. Eligibility**

- A. Elected and appointed officers shall be Regular members.
- B. Only persons holding a degree from the University may qualify for the elected or appointed positions of the Association.

**Section 5. Vacancy in Office.** A vacancy in any elective office other than that of President that has been duly filled via election process shall be filled through an appointment by the President until the next election.

- A. Individuals removed from the board for any cause may not hold any subsequent office or CSU-NAA Board position.

**Section 6. Duties of Officers.** Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in this Constitution and in the adopted parliamentary authority.

#### A. The President Shall:

1. Preside at all meetings of The Association, the Board of Directors and the Executive Committee.
2. Be responsible for overseeing the business of the Association.
3. Appoint all committees, except the Nominating Committee, with the advice consent of the Board of Directors.
4. Shall be an ex-officio member of all committees, except the Nominating Committee.
5. The immediate Past President must have been elected and served his/her full term to qualify for CSU-NAA Board membership. This person must be elected and served a full term to be eligible to continue serving on the

CSU-NAA Board for two years with the right to vote.

B. The 1<sup>st</sup> Vice-President shall:

1. Assume the duties of the President in the absence or inability of the President to serve.
2. Perform such duties as prescribed by the President, Board of Directors and the National Alumni Association.

C. The 2<sup>nd</sup> Vice-President shall:

1. Assume the duties of the President in the absence or inability of the President and 1<sup>st</sup> Vice-President to serve.

D. The 3<sup>rd</sup> Vice-President shall be the current President of the Senior Class and shall only represent the student body on the Board of Directors.

E. The Secretary shall:

1. Record the minutes of all meetings of The Association and the Board of Directors.
2. Cause the minutes of these meetings to be mailed/mailed to all members of the Board of Directors.
3. Cause that a summary of the activities of the Board of Directors are Mailed/mailed to Chapter Presidents and contact persons.
4. Notify members of the Board of Directors who are declared inactive and when their positions have been declared vacant.

F. The Treasurer shall:

1. Be custodian of all funds of the Association.
2. Keep an accurate record of all funds received and disbursed.
3. Make financial reports to the Board of Directors.
4. Submit the books and records for audit on instructions of the Board of Directors.
5. Submit a financial report to the members at the Homecoming Meeting and an audited report at the Annual Meeting.
6. Be bonded in an amount determined by the Board of Directors.
7. Serve as the chair of Budget and finance and a member of the Fund Raising Committee.

G. The Sergeant-at-Arms shall assist in preserving order in meetings.

H. The Chaplain shall be responsible for the religious aspects of the Association.

I. The Parliamentarian shall advise the President, other officers, committees, and members on matters of parliamentary procedures.

J. The Financial Secretary shall:

1. Serve as a liaison between the Board of Directors and the CSU Foundation, and the Account Manager/Director of Alumni Relations in all matters pertaining to finances.
2. Keep a record of matching funds applications submitted to the Alumni office and/or the Foundation office.
3. Keep an active record of all funds received and disbursed.
4. Submit detailed financial reports to the Board of Directors and the National

- Alumni Association at its regular meetings.
5. Assist the Treasurer in submitting the books and records for audit.

### **By-Law Five DIRECTOR OF ALUMNI RELATIONS**

**Section 1. Director of Alumni Relations.** The Director of Alumni Relations shall be appointed by the President of the University with the advice of the Board of Directors of this Association, and shall:

- A. Be the Executive Director of the Association.
- B. Provide to the President of the Association a list of any members of the Board of Directors who have not maintained Regular active eligible membership.
  1. This list must be provided before January 15<sup>th</sup>.
  2. The member(s) shall be notified of their status.
- C. Be responsible for carrying out the programs of the Association as approved by the Board of Directors.
- D. Be responsible for developing, compiling and distributing the Centralian electronic newsletter.
- E. Be responsible for maintaining a list of all financial members.
- F. Be responsible for providing a list of all financial members to the host Chapter of the Annual Meeting.
- G. Be the Account Manager for alumni funds contributed to the CSU National Alumni Association.

### **By-Law Six Meetings**

The annual membership meeting of this Association shall be held **during the Off-Campus Conference Given an out of state chapter desires to host**, each and every year during the month and date that is set by the Board of Directors of the Association.

The Secretary shall cause to be mailed to every member in good standing at his/her address as it appears in the membership roll book in this association a notice telling the time and place of such annual meeting.

**Section 1. Types of Meetings** (National Alumni Association)

- A. There shall be two types of regular meetings.
  1. The Annual Meeting, under the direction of the Board of Directors.
  2. Homecoming Meeting.
- B. Other meetings may be called by the President, a majority of the Board of Directors or 10 financial members.

**Section 2. Quorum.** Two Elected Officers and ten voting members shall constitute a quorum at all meetings of The Association.

### **Section 3. Order of Business**

A. Meetings shall follow this outline although changes can be made at the will of the President/Designee and the agreement of the board of directors/membership

1. Call to Order
2. Roll Call
3. Invocation
4. Reading of the Minutes
5. Treasurer's Report
6. President's Report
7. Director's Report
8. Committee Reports
9. Chapter Report
10. Old Business
11. New Business
12. Adjournment

### **By-Law Seven Committees**

**Section 1. Standing.** The Standing Committees shall be Budget and Finance, Constitution, Annual Meeting, Fund-Raising, Legislative Awareness, Membership, and Homecoming

**Section 2. Special.** Special Committees that are needed to carry out the business of The Association.

### **Section 3. Duties**

- A. The Budget-Finance Committee shall:
1. Be composed of the Treasurer as Chairman, the President, Financial Secretary, 1st, 2nd, and 3rd Vice-Presidents.
  2. Have general supervision of all administrative and operative finances Of The Association, subject to approval of the Board of Directors.
- B. The Constitution Committee shall:
1. Be composed of a chairman and at least four members.
  2. Review all amendments submitted in accordance with ARTICLE XII and edit for composition.
  3. Consolidate similar amendments for joint proposals.
  4. Have the right to originate amendments.
  5. Submit proposed amendments to the constitution as provided in ARTICLE XII together with committee recommendations.
  6. In the event a revision is authorized, prepare and submit the revision to the membership according to ARTICLE XII.
- C. The Membership Committee shall:
1. Be composed of the 2nd vice president as chair and at least two members.
  2. Assist the Director of Alumni Relations in the development and planning of membership campaigns.

- D. The Annual Meeting Committee shall:
1. Be composed of the members of the Board of Directors, as appointed by the president, host chapter members and/or representatives of the Host City and the immediate past host city chairperson.
  2. Present the budget of the conference to the Board of Directors for approval.
  3. Be responsible for the activities of the Annual Meeting.
  4. Coordinate all activities of the Annual Meeting with the Director of Alumni Relations, Alumni President and the University President
  5. Present a fiscal report to the Board of Directors prior to the next meeting of the National Alumni Association.
- E. The Homecoming Committee shall:
1. Be composed of members of the board and the director of alumni relations with the chair being appointed by the president. The chair may add to the committee by creating sub committees or recruiting alums with needed skill sets.
  2. Develop and present to the NAA Board a proposed schedule of events and the detailed budget associated with each event to include proposed revenue.
- F. The Legislative Awareness Committee shall:  
Be composed of members of the board one of which must live in Ohio with the chair being appointed by the president. This committee stays abreast of and reports on legislation, both State and Federal, which may have an effect on the University. The committee also explores and recommends positions that the Association should take on various legislative and/or political issues.
- G. The Fund Raising Committee Shall:
1. This committee is composed of members of the board with the chair being appointed by the president. The chair may add to the committee by creating sub committees or recruiting alums with needed skill sets.
  2. Plan and prioritize the Association's fundraising initiatives and ensure that these initiatives are aligned with the Association's fundraising goals.

## **By-Law Eight Voting**

### **Section 1. Kind of Votes.**

**Voice.** Voting shall take place by voice at all meetings except for the election of officers and directors-

**Ballot.** When electing officers and directors, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

1. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a Tellers Committee of at least three who shall act as "Inspectors of Election". Consequently no inspector of election, or member of the Tellers Committee shall be a candidate for office or shall be personally interested in the question voted upon. This

committee shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minutes of that meeting.

- A. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors.

**Electronic.** When a face-to-face meeting is not possible and votes are taken by mail, phone, fax, or e-mail written verification of the vote shall be provided for the minutes.

## **By-Law Nine Nominations and Elections**

### **Section 1. Nominations**

- A. A Nominating Committee of three or more persons shall be selected by the Board of Directors, one of who shall be a member of the Board.
- B. Nominations may be made by any Chapter or member(s) of The Association, to the Nominating Committee. The Committee will ensure all candidates are properly vetted and are eligible per CSU NAA by-law standards.
- C. The Nominating Committee shall submit at least one name for each office to be filled given sufficient qualified nominees exist.
- D. A person can only serve in one capacity and the nominating Committee shall Slate an individual to only one office/position. Nominations must be postmarked no later than January 31st of the election year.

### **Section 2. Election**

- A. The names and pictures of those nominated, along with Ballots and Electronic ballot option shall be prepared by the Vendor then proofed by the Nominating Committee Chairman and the Director of Alumni Relations. Upon their approval the ballot will be dispatched by the Vendor to every voting member at least thirty days before the Annual Meeting. The vendor will ensure confidentiality providing one (1) vote per eligible Alumni.
- B. Such ballots shall be marked by the member and returned to the vendor.
- C. The vendor company shall provide election results to the committee chair prior to the Annual Meeting or Special Election.
- D. A majority of votes shall determine who shall be elected.

## **By-Law Ten Amendments**

These By Laws may be amended at the Annual meeting of the Association or any

association meeting called for that purpose, by a majority of those present at such meetings, provided that written notice of said meeting shall have been sent to the membership at least thirty (30) days prior to date of meeting, which notice shall include the proposed amendment/s.